



Bruce R. Zirinsky
MetLife Building
200 Park Avenue
New York, NY 10166
(212) 801-9222
zirinskyb@gtlaw.com

January 5, 2012

Ms. Katie Cooperman
Dickstein Shapiro LLP
1633 Broadway
New York, New York 10019

Dear Katie:

On December 19, 2011, you sent us a draft Complaint that you state relies upon and refers to documents produced to the GUC Trust that have been marked as Confidential Information. You requested that the parties consent to the public filing of the draft Complaint.

Subject to all of our clients' rights and remedies with respect to filing such a complaint, including but not limited to a motion to dismiss, a motion for sanctions pursuant to Federal Rule of Civil Procedure 11, the right to change this position and seek relief from the Court after reviewing and analyzing the revisions you state you have made to the draft Complaint but have not provided to us, and all other just relief, all of which our clients expressly reserve, our clients will not require that the draft Complaint be filed under seal. Our response, however, should not be construed as allowing the public filing of all of the approximately 192 documents that you included in your December 20, 2011 correspondence and the additional documents you cite in your January 5, 2012 e-mail as underlying the allegations in the draft Complaint. Should the GUC Trust seek to file any of those documents not under seal, we request that you obtain our approval on a document-by-document basis.

Sincerely,

A handwritten signature in blue ink that reads "Bruce Zirinsky / RZF".

Bruce R. Zirinsky

cc: Eric Fisher
Sean O'Donnell
Dean Chapman
John Bae
Nancy Mitchell
Gary Ticoll
Kevin Finger
Bevin Brennan
Steve Karotkin
Arthur Steinberg
Scott Davidson

ALBANY
AMSTERDAM
ATLANTA
AUSTIN
BOSTON
CHICAGO
DALLAS
DELAWARE
DENVER
FORT LAUDERDALE
HOUSTON
LAS VEGAS
LONDON*
LOS ANGELES
MIAMI
MILAN**
NEW JERSEY
NEW YORK
ORANGE COUNTY
ORLANDO
PALM BEACH COUNTY
PHILADELPHIA
PHOENIX
ROME**
SACRAMENTO
SHANGHAI
SILICON VALLEY
TALLAHASSEE
TAMPA
TOKYO**
TYSONS CORNER
WASHINGTON, D.C.
WHITE PLAINS
ZURICH